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THE WORLD'S GREATEST COMICS!

THE AMAZING SPIDER-MAN

**A DOUBLE-SIZED
HIGH VOLTAGE
THRILLER**
**FEATURING
SPIDEY'S
FIGHT TO THE
FINISH WITH THE
AWESOME
ELECTRO!**

**GUEST-
STARRING**

X-MAN

Featuring
**YOUR NEW GUIDE
TO THE
MARVEL
UNIVERSE!**

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HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.



Meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

MARY JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



AUNT ANNA WATSON

The aunt of Peter Parker's wife, Mary Jane Watson-Parker. She recently came to live with Peter and Mary Jane in their house in Forest Hills, Queens.



JOE "ROBBIE" ROBERTSON

A man of great journalistic integrity, he is the conscience of the Daily Bugle newspaper. Robbie began his career there as the paper's city editor, and has risen to become its editor in chief. He is a friend and confidant of Peter Parker.



X-MAN

Nate Gray is a young mutant with immense telepathic, telekinetic and other psionic abilities. He has come from an alternate Earth which has been conquered by an evil entity called Apocalypse. He and Peter Parker have become friends since their first meeting a few months ago. With his telepathic talent, Nate has discerned that Peter Parker and Spider-Man are one and the same.



ELECTRO

Maxwell Dillon was struck by lightning while working as a high-wire lineman for a power company. The blast infused him with the ability to discharge enormous amounts of electricity, and Dillon quickly put his awesome power to use as the criminal called Electro. He has been defeated by Spider-Man many times.



THE ROSE

A criminal mastermind whose face is hidden behind a mask; thus, his identity is a secret from all. The Rose's chief goal is the consolidation of New York's underworld behind him and the elimination of Spider-Man as a threat to his power.



DELILAH

The Rose's primary enforcer, she is a super-powered woman who has been set on the trail of Spider-Man several times, though she has failed to destroy him.



PREVIOUSLY IN

One of Spider-Man's greatest enemies, Electro had reemerged thanks to the efforts of the criminal mastermind—The Rose.

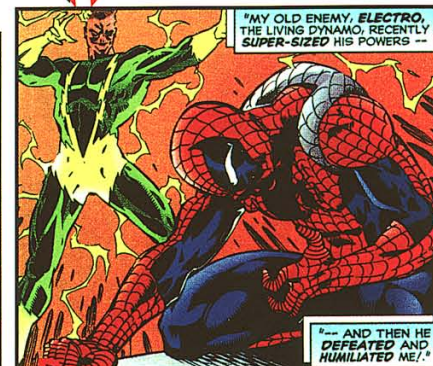


Despite the victory over the Black Tarantula's minions, Spider-Man was no closer to finding the master of the electric force—Electro.

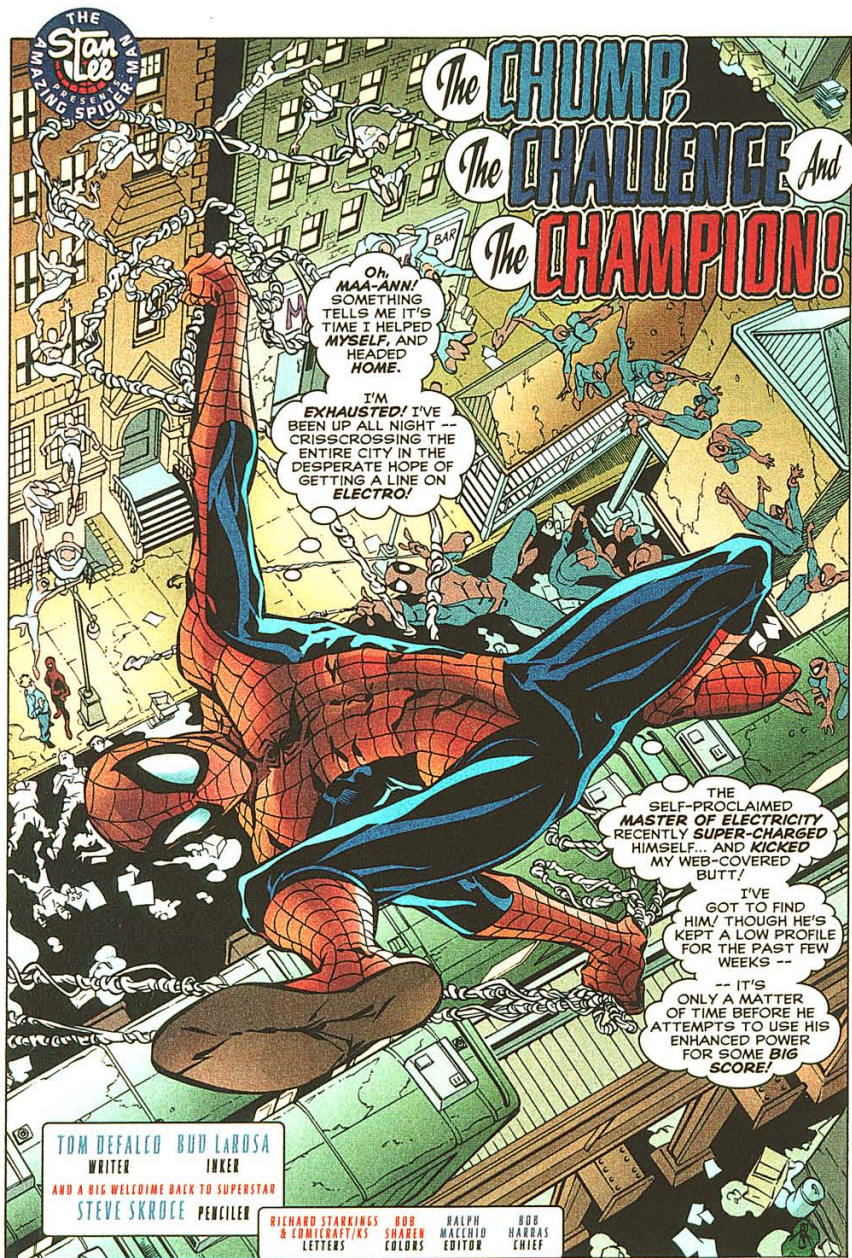


Now, the web-spinner's man-hunt continues as Electro wreaks havoc on New York's defenseless streets.

THE AMAZING SPIDER-MAN

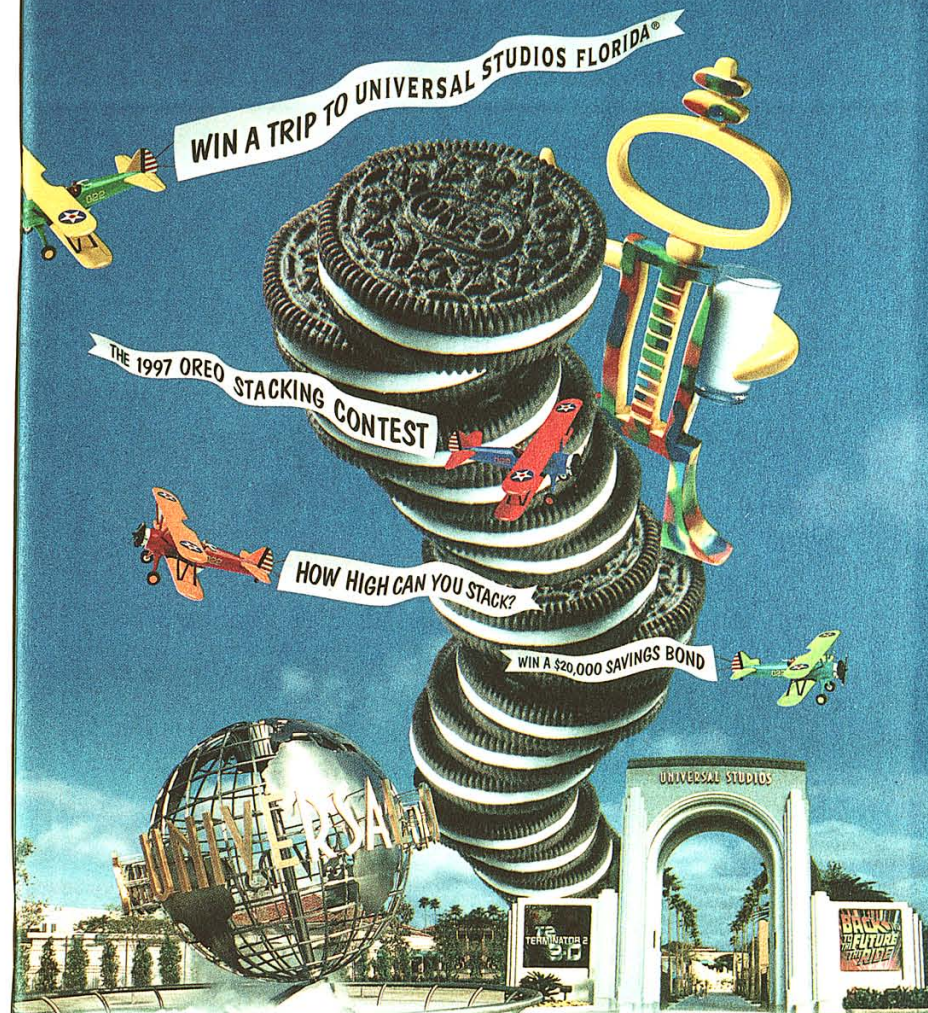


During his search for Electro, who had just recently humiliated him in a battle, Spidey encountered the mercenary Elektra. They teamed to defeat the ninja assassins of the Black Tarantula—The True Believers.



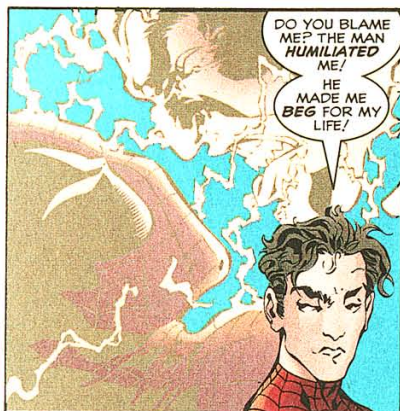
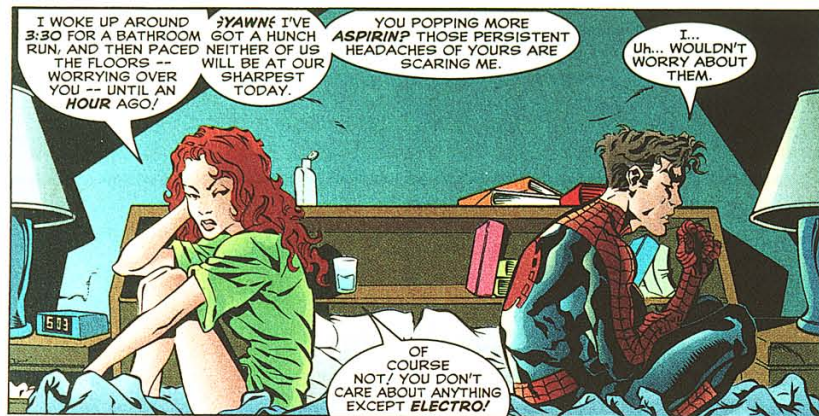
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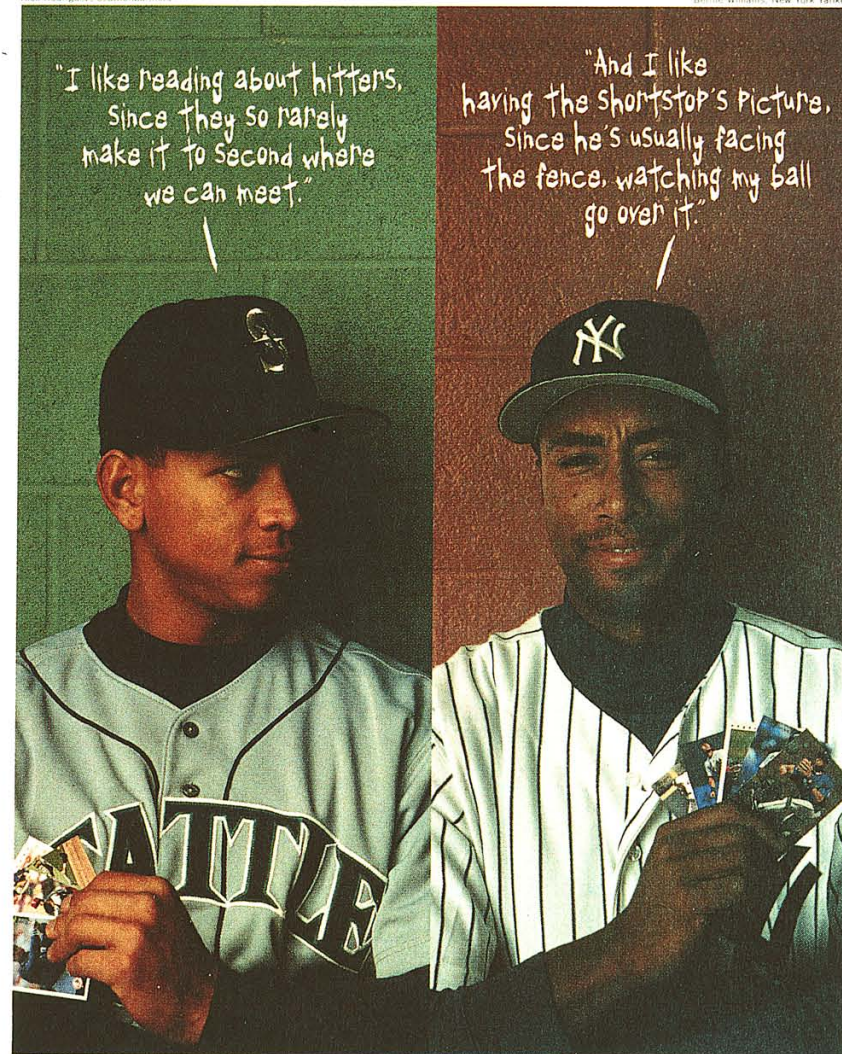
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Alex Rodriguez, Seattle Mariners

Bernie Williams, New York Yankees



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ARE YOU CRAZY?



I CAN'T BELIEVE YOU'RE GOING BACK TO THE DAILY BUGLE AFTER ALL THAT'S HAPPENED!

IT'S MY JOB, MARTHA. I'M EDITOR IN CHIEF!

QUIT! NO JOB -- NO MATTER HOW FANCY THE TITLE -- IS WORTH YOUR LIFE!



YOU'RE OVERREACTING, MARTHA!

AM I, JOEP? YOUR PUBLISHER WAS ALMOST BEATEN TO DEATH IN THE PAPER'S ELEVATOR --

-- AND WE WERE RECENTLY ATTACKED BY NINJAS!

ALL RIGHT. I ADMIT THERE ARE CERTAIN RISKS... BUT I HAVE RESPONSIBILITIES!



ESPECIALLY WHILE J. JONAH JAMESON IS IN THE HOSPITAL!

WHAT ABOUT YOUR RESPONSIBILITIES TO ME?



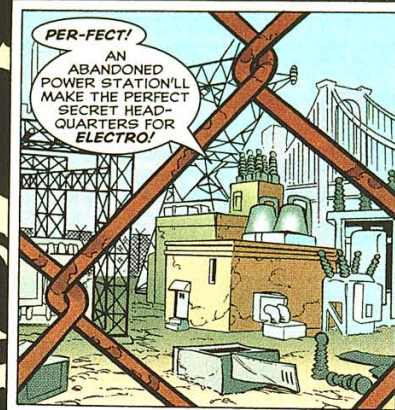
BE REASONABLE, MARTHA...

IT'S POINTLESS TO CONTINUE THIS CONVERSATION, JOE ROBERTSON!

YOU OBVIOUSLY CARE MORE FOR THE DAILY BUGLE THAN YOUR OWN WIFE!



MARTHA, I...
...AW, SHOOT!



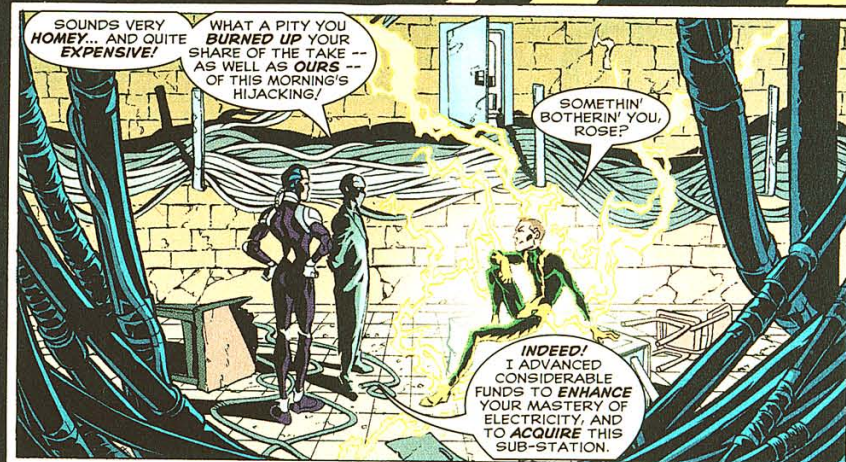
PER-FECT!

AN ABANDONED POWER STATION'LL MAKE THE PERFECT SECRET HEAD-QUARTERS FOR ELECTRO!



A LITTLE MARTHA STEWART HERE!
A TOUCH O'OPRAH THERE!

AND THIS PLACE COULD EASILY RIVAL AVENGERS MANSION OR FOUR FREEDOMS PLAZA!



SOUNDS VERY HOMEY... AND QUITE EXPENSIVE!

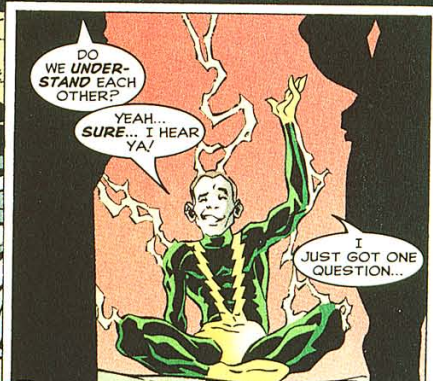
WHAT A PITY YOU BURNED UP YOUR SHARE OF THE TAKE -- AS WELL AS OURS -- OF THIS MORNING'S HIJACKING!

SOMETHIN' BOTHERIN' YOU, ROSE?

INDEED! I ADVANCED CONSIDERABLE FUNDS TO ENHANCE YOUR MASTERY OF ELECTRICITY, AND TO ACQUIRE THIS SUB-STATION.



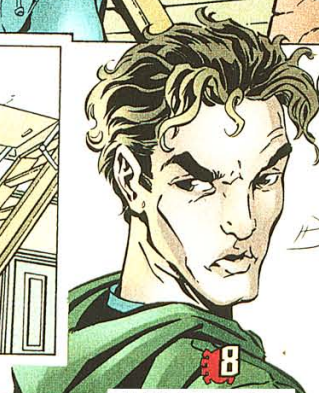
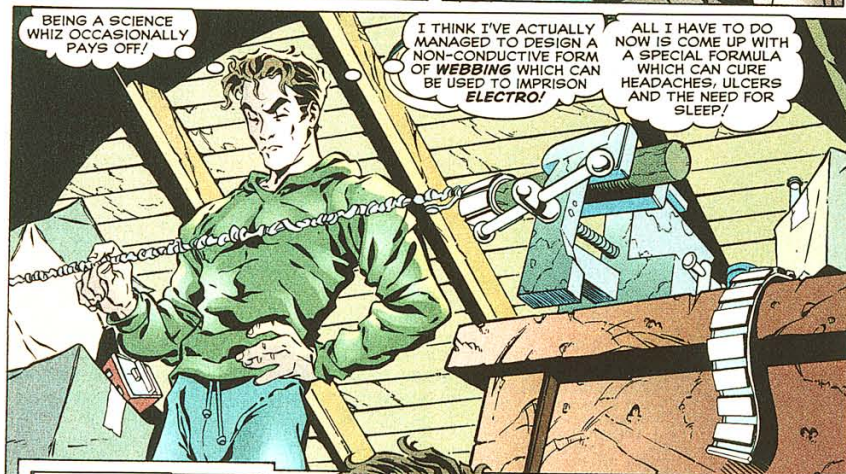
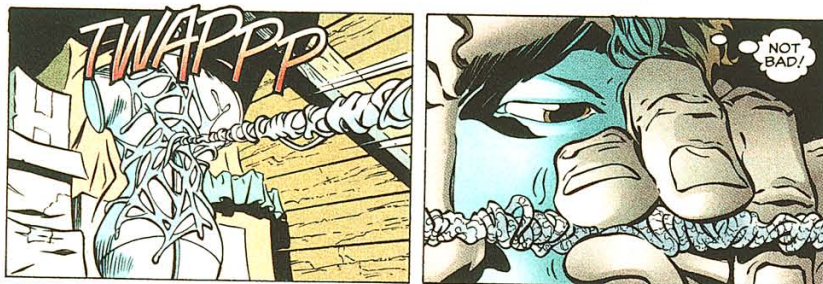
IF I AM TO SEE AN APPROPRIATE RETURN ON MY INVESTMENT, THERE CAN BE NO MORE MISHAPS.



DO WE UNDERSTAND EACH OTHER?

YEAH... SURE... I HEAR YA!

I JUST GOT ONE QUESTION...



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**SOMETIMES
IT'S HARD TO
BE A HERO**

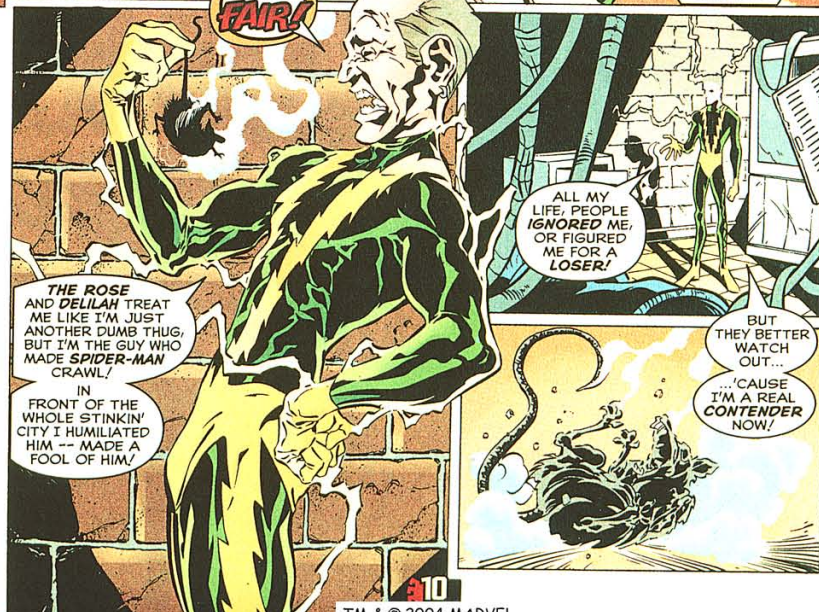
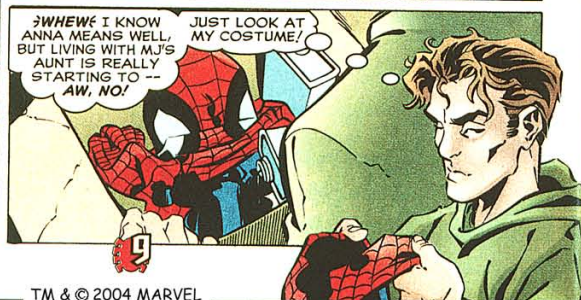
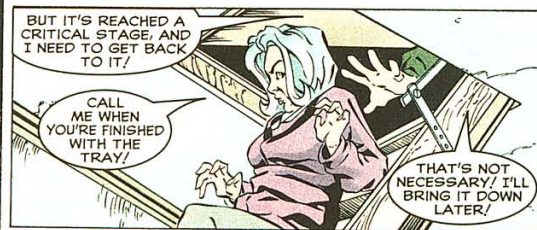
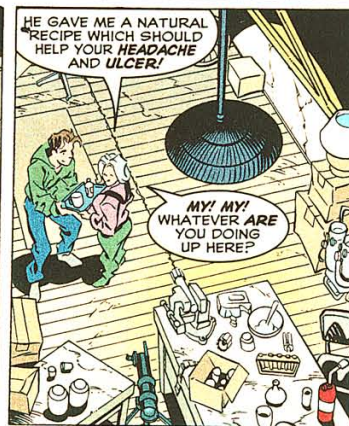
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I'VE BEEN FORGOTTEN
WHILE LESS TALENTED
BADDIES GRABBED
THE HEADLINES --

-- WITH
THEIR FLASHIER
COSTUMES --

-- AND
MORE FLAMBOYANT
CRIMES!

GETTIN'
MY PRESS 'CAUSE
THEY WERE THE NEW
KIDS ON THE BLOCK.

NO
MORE!

"MY OWN FATHER
ABANDONED
ME BECAUSE I
WAS A USELESS
NOTHIN'!"

NO
MORE!

"MY WIFE
DIVORCED ME
BECAUSE SHE
THOUGHT I
DIDN'T HAVE
AMBITION!"

NO
MORE!

"EVEN MY
BELOVED
MOTHER
THOUGHT I
LACKED THE
DRIVE AND
INTELLIGENCE
T'EVER MAKE
ANYTHIN'
O'MYSELF!"

NO
MORE!

**NO
MORE!**

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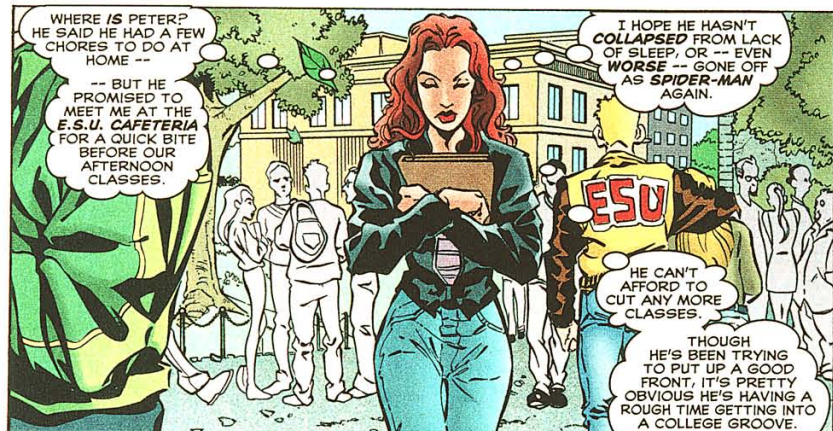
I'LL SHOW THEM ALL!



I'LL BE TOP O' THE HEAP BEFORE THE DAY'S OVER!



THEY'RE GONNA REMEMBER THE NAME **ELECTRO** -- **FOREVER!**



WHERE IS PETER? HE SAID HE HAD A FEW CHORES TO DO AT HOME --

-- BUT HE PROMISED TO MEET ME AT THE **E.S.U. CAFETERIA** FOR A QUICK BITE BEFORE OUR AFTERNOON CLASSES.

I HOPE HE HASN'T COLLAPSED FROM LACK OF SLEEP, OR EVEN WORSE -- GONE OFF AS **SPIDER-MAN** AGAIN.

HE CAN'T AFFORD TO CUT ANY MORE CLASSES.

THOUGH HE'S BEEN TRYING TO PUT UP A GOOD FRONT, IT'S PRETTY OBVIOUS HE'S HAVING A ROUGH TIME GETTING INTO A COLLEGE GROOVE.



HEY! YOU'RE **MARY JANE PARKER** -- RIGHT?

DO I KNOW YOU?

I'M **PHIL URICH** AND THIS IS **MERIDETH CAMPBELL!**



I REMEMBER NOW! YOU TWO WORKED WITH MY HUSBAND AT THE **DAILY BUGLE**.

KIND OF! WE USED TO BE INTERNS.

YOU HEAR ABOUT **J. JONAH JAMESON** GETTING MUGGED IN HIS OWN BUILDING A FEW DAYS BACK?



IT'S **TERRIBLE!** THEY HAVE ANY SUSPECTS YET?

YEAH... LIKE ANYONE WHO'S EVER MET THAT WASTE!



BE NICE, **PHIL**.

C'MON, MERRY -- I AIN'T GONNA WASTE SYMPATHY ON THAT MISERABLE OL' SKINFLINT!



NOT WHILE A DECENT BRO LIKE **SPIDER-MAN** IS CONSTANTLY OUT RISKIN' HIS NECK AGAINST **KILLER-PSYCHOS** LIKE THE **VULTURE**, **JACK O'LANTERN** AND **ELECTRO!**



HOO-BOY! I CAN EXPECT AN EARFUL FROM **MARY JANE** WHEN I GET HOME.

I WENT TO THE **E.S.U.** CAMPUS WITH THE FULL INTENTION OF ATTENDING MY CLASSES --

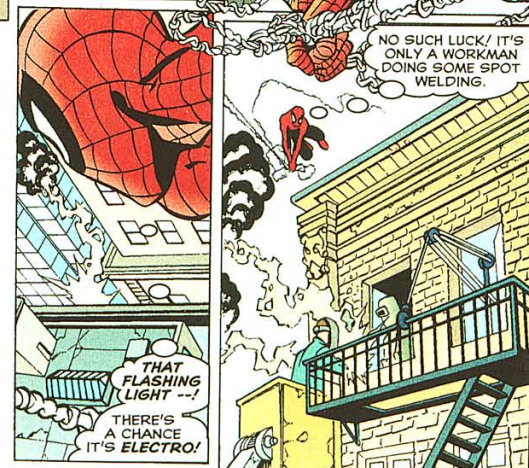
-- BUT THEN I GOT TO THINKING ABOUT **ELECTRO** AGAIN! IN FACT, THAT'S ALL I'VE BEEN THINKING ABOUT LATELY!



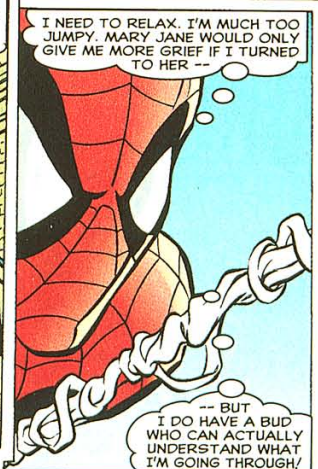
BESIDES, AUNT ANNA'S **MIRACLE BREW** ACTUALLY WORKED... AND I'M FEELING TOO GOOD TO ZONE OUT ON SOME BORING SCIENCE LECTURE.

I'M JUST GLAD I MANAGED TO CLEAN THOSE GREASE STAINS OFF MY COSTUME.

SPEAKING OF MY COSTUME, MAYBE I SHOULD MAKE A FEW MODIF -- **HEY!**

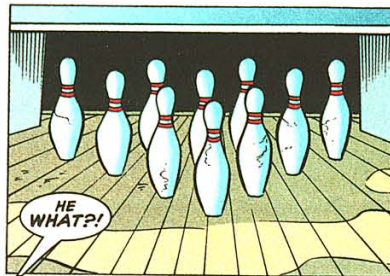


NO SUCH LUCK! IT'S ONLY A WORKMAN DOING SOME SPOT WELDING.



I NEED TO RELAX. I'M MUCH TOO JUMPY. **MARY JANE** WOULD ONLY GIVE ME MORE GRIEF IF I TURNED TO HER --

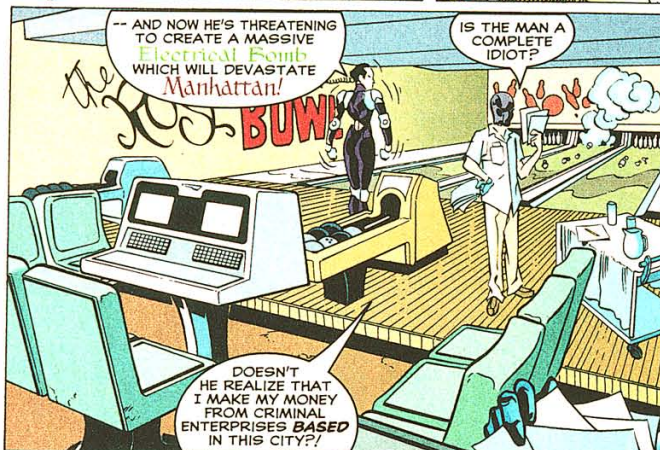
-- BUT I DO HAVE A BUD WHO CAN ACTUALLY UNDERSTAND WHAT I'M GOING THROUGH!



HE WHAT?!



ELECTRO BLEW UP THAT ABANDONED SUB-STATION WHICH YOU RECENTLY PURCHASED --



-- AND NOW HE'S THREATENING TO CREATE A MASSIVE **Electrical Bomb** WHICH WILL DEVASTATE **Manhattan!**

IS THE MAN A COMPLETE IDIOT?

I FUNDED HIM IN THE BELIEF THAT HE'D AID MY ENDEAVORS --

-- BUT HE'S A GREATER DRAIN ON MY RESOURCES THAN SPIDER-MAN!

DOESN'T HE REALIZE THAT I MAKE MY MONEY FROM CRIMINAL ENTERPRISES BASED IN THIS CITY?!



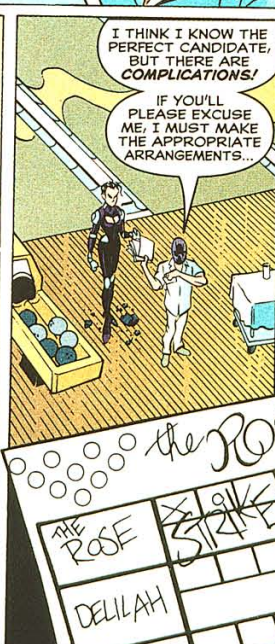
Dump Him!
I'M POWERFUL ENOUGH TO SATISFY YOUR EVERY NEED!

TRUE, BUT IT'S GOOD BUSINESS TO HAVE A PAWN WHICH YOU CAN EASILY SACRIFICE!



WHY, **Rose** -- THAT'S THE **Sweetest** THING YOU'VE EVER SAID TO ME!

SAHEM!



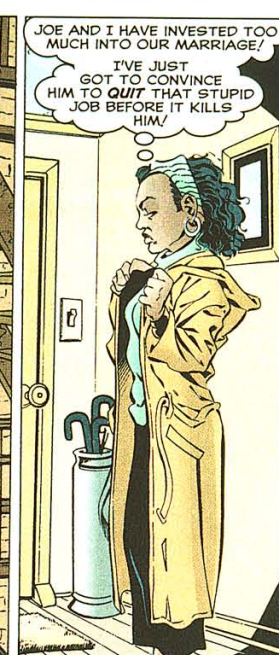
I THINK I KNOW THE PERFECT CANDIDATE, BUT THERE ARE **COMPLICATIONS!**

IF YOU'LL PLEASE EXCUSE ME, I MUST MAKE THE APPROPRIATE ARRANGEMENTS...



I WON'T GIVE UP WITHOUT A FIGHT!

I NOTICE THAT WE'RE MISSING TWO STUDENTS TODAY... Mr. FEIN AND Mr. PARKER.



JOE AND I HAVE INVESTED TOO MUCH INTO OUR MARRIAGE! I'VE JUST GOT TO CONVINCE HIM TO **QUIT** THAT STUPID JOB BEFORE IT KILLS HIM!



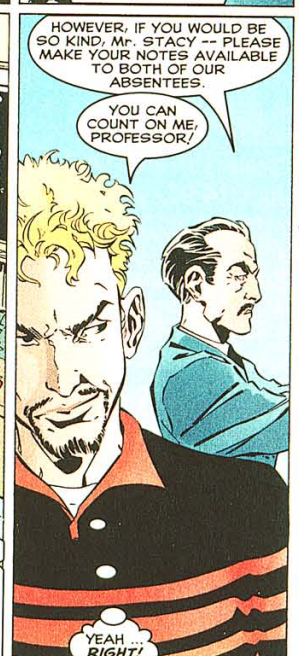
FEIN'S DOWN WITH THE FLU, PROFESSOR HOWARD BUT I THOUGHT I SAW PARKER WALKING TOWARD THE CAFETERIA EARLIER.

READ PP. 124-160 CHAP 2 ASSIGN DUE -12

REALLY?! HE OBVIOUSLY DOESN'T CONSIDER THIS CLASS A HIGH PRIORITY.



YOU WOULD BE WELL ADVISED TO PAY PARTICULAR **ATTENTION** TO TODAY'S LECTURE.



HOWEVER, IF YOU WOULD BE SO KIND, Mr. STACY -- PLEASE MAKE YOUR NOTES AVAILABLE TO BOTH OF OUR ABSENTEES.

YOU CAN COUNT ON ME, PROFESSOR!

YEAH, RIGHT!

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☐ EXC Excalibur ☐ MAN X-Man
☐ GEN Generation X ☐ MEN X-Men
☐ WOL Wolverine

Heroes Reborn

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☐ CAM Captain America ☐ IRM Iron Man

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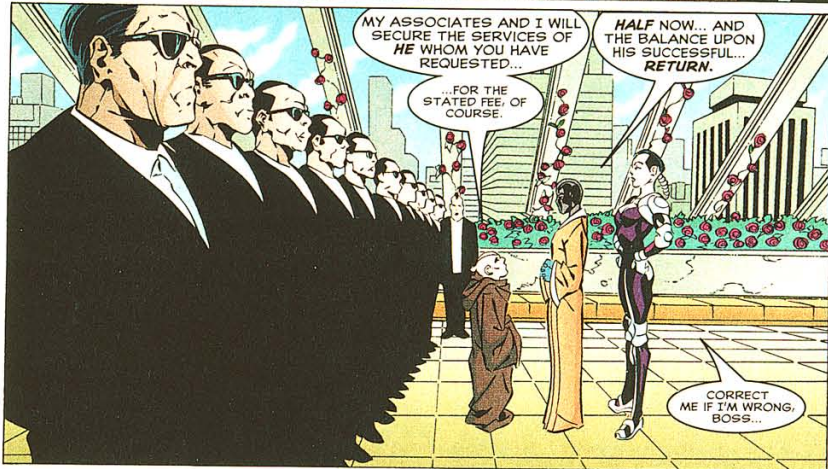
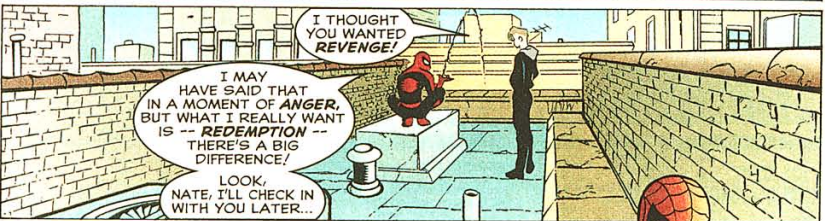
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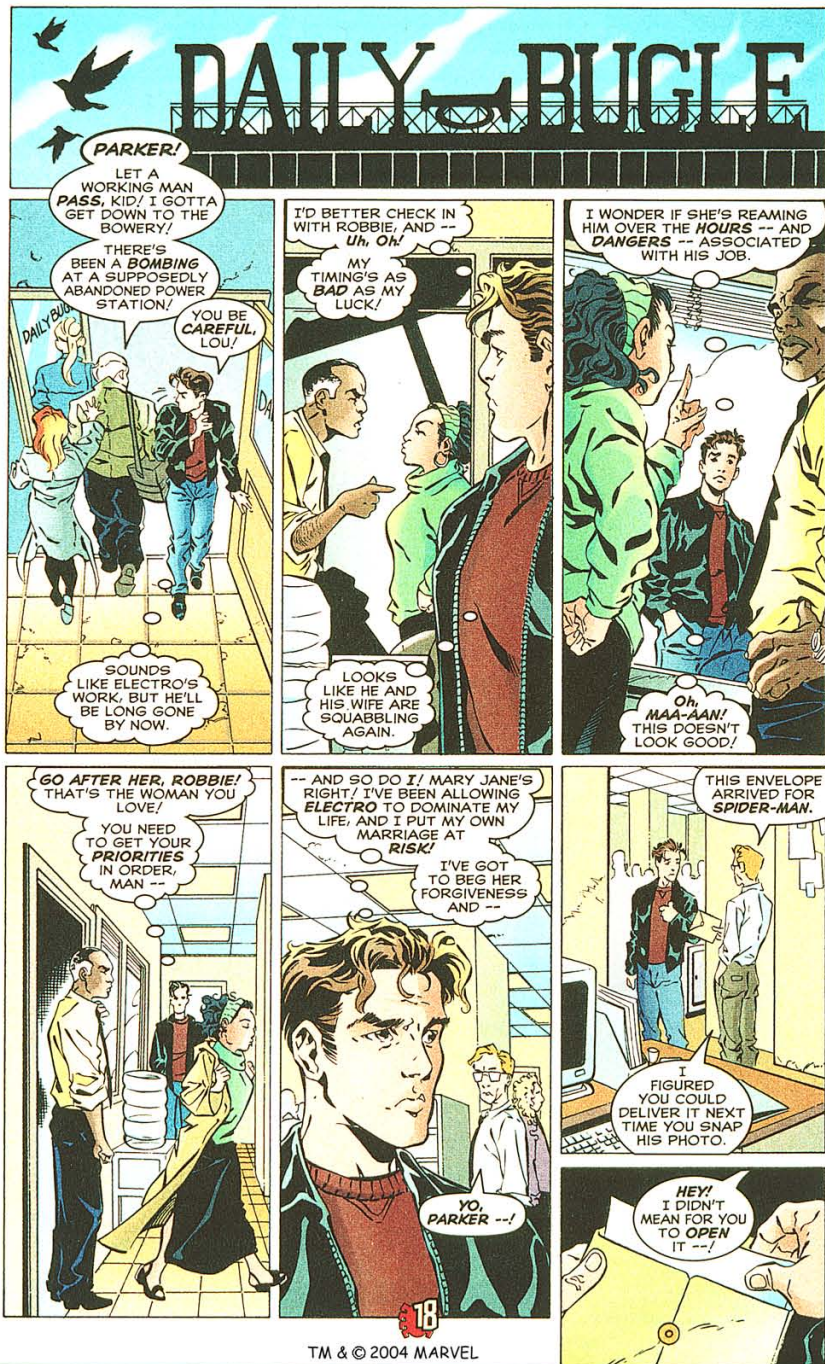


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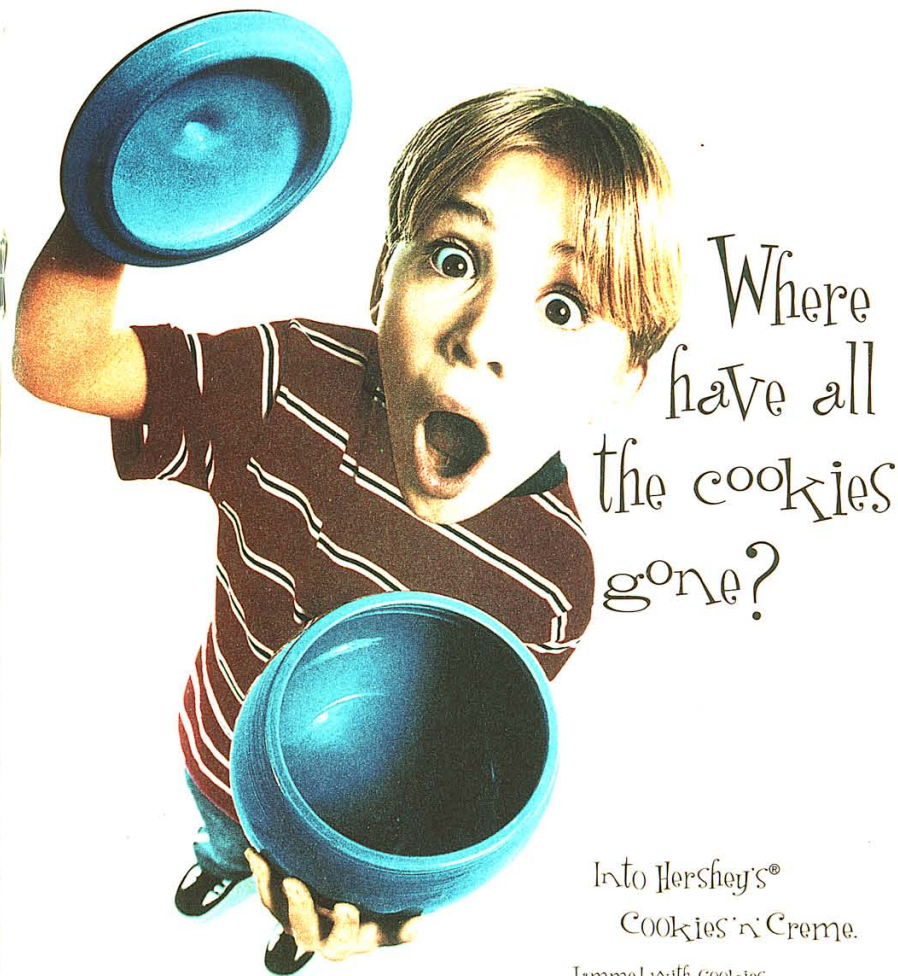
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				334, 343, 349, 350 3.50	15, 16 2.00
				334, 344 3.50	18, 25, 27-28, 38-45, 46 2.00
				343, 343, 348, 349 8.00	47-49, 52-54 2.00
				345, 351 1.00	50-51, 52-54, 56, 50, 51 3.00
ADV. OF CYCLOPS & PHOENIX 1.4				86 9.00	
AGE OF APOCALYPSE 1				87 35.00	
1, 2				88, 89, 96 10.00	
1, 2				90, 91, 93-97 7.00	
1, 2				99, 100 6.00	
AMAZ. SCARLET SPIDER 1				1, 4, 6, 7 3.00	
1, 2				2, 3 2.00	
AMAZ. SPIDER-MAN SUPER-SIZED SPECIAL				5 1ST LIEFELD 7.00	
1				ONSLAUGHT: X-MEN 1 5.00	
AMAZ. X-MEN 1-4				X-MEN 1 5.00	
ASTONISHING X-MEN 1-4				PETER PARKER, SPECTACULAR SPIDER-MAN 36.00	
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1				1, 2, 3, 4 7.00	
CABLE (1992) 1, 2				1, 2, 3, 4 7.00	
CABLE (1993) 1				1, 2, 3, 4 7.00	
2-20 (16 Regular)				1, 2, 3, 4 7.00	
16 Deluxe				1, 2, 3, 4 7.00	
17-24, 26-UP				1, 2, 3, 4 7.00	
25 HOLOGRAM X-MEN 1-4				1, 2, 3, 4 7.00	
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Where have all the cookies gone?

Into Hershey's®
Cookies 'n' Creme.

Jammed with Cookies.

Crammed with Crunch.



A mouthful of cookies in every bite.™

Hershey Foods Corporation

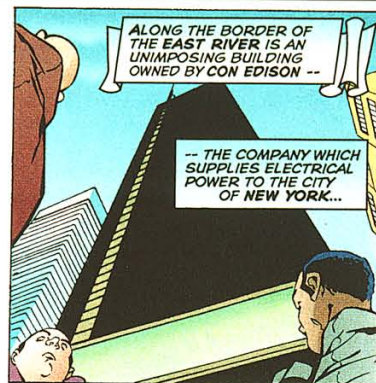
TM & © 2004 MARVEL



I JUST WANTED TO SEE IF IT WAS SOMETHING URGENT, OR --
-- WHOA!

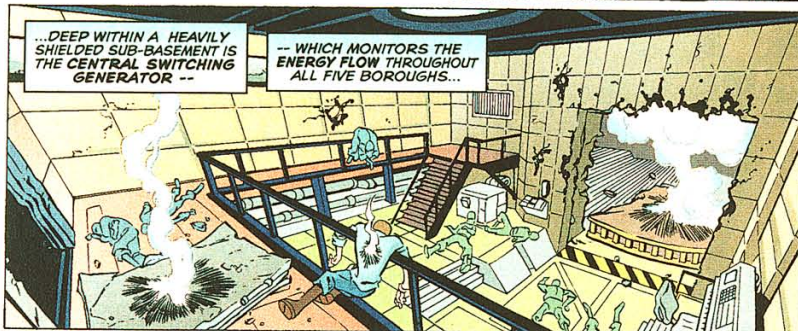


PARKER, YOU'D SHARE A HOT LEAD WITH YOUR OLD BUDDY, BEN URICH?
PARKER?
PARKER --?



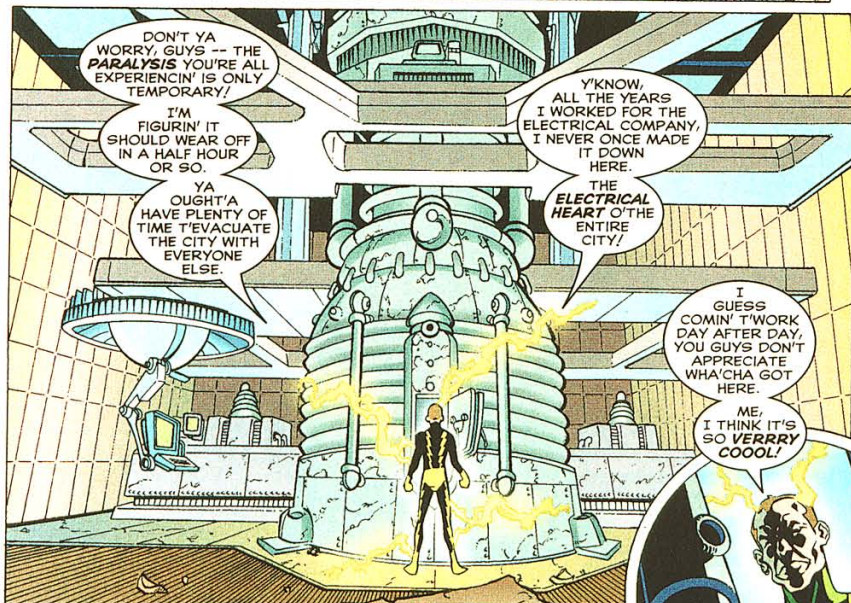
ALONG THE BORDER OF THE EAST RIVER IS AN UNIMPOSING BUILDING OWNED BY CON EDISON --

-- THE COMPANY WHICH SUPPLIES ELECTRICAL POWER TO THE CITY OF NEW YORK...



...DEEP WITHIN A HEAVILY SHIELDED SUB-BASEMENT IS THE CENTRAL SWITCHING GENERATOR --

-- WHICH MONITORS THE ENERGY FLOW THROUGHOUT ALL FIVE BOROUGH...



DON'T YA WORRY, GUYS -- THE PARALYSIS YOU'RE ALL EXPERIENCIN' IS ONLY TEMPORARY!

I'M FIGURIN' IT SHOULD WEAR OFF IN A HALF HOUR OR SO.

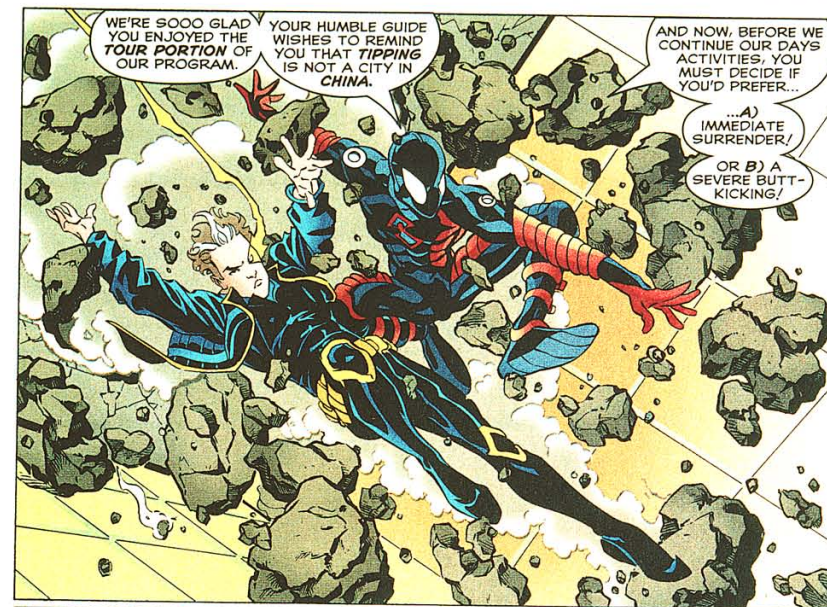
YA OUGHT'A HAVE PLENTY OF TIME T'EVACUATE THE CITY WITH EVERYONE ELSE.

Y'KNOW, ALL THE YEARS I WORKED FOR THE ELECTRICAL COMPANY, I NEVER ONCE MADE IT DOWN HERE.

THE ELECTRICAL HEART O'THE ENTIRE CITY!

I GUESS COMIN' T'WORK DAY AFTER DAY, YOU GUYS DON'T APPRECIATE WHA'CHA GOT HERE.

ME, I THINK IT'S SO VERRY COOL!

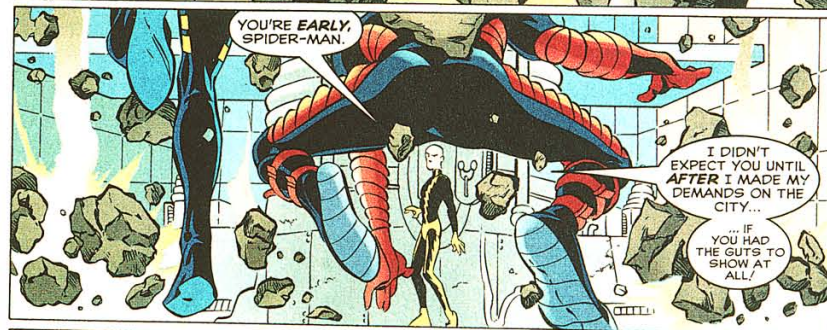


WE'RE SOOO GLAD YOU ENJOYED THE TOUR PORTION OF OUR PROGRAM.

YOUR HUMBLE GUIDE WISHES TO REMIND YOU THAT TIPPING IS NOT A CITY IN CHINA.

AND NOW, BEFORE WE CONTINUE OUR DAYS ACTIVITIES, YOU MUST DECIDE IF YOU'D PREFER...

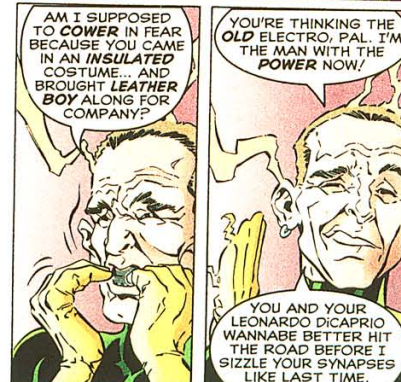
A) IMMEDIATE SURRENDER!
OR B) A SEVERE BUTT-KICKING!



YOU'RE EARLY, SPIDER-MAN.

I DIDN'T EXPECT YOU UNTIL AFTER I MADE MY DEMANDS ON THE CITY...

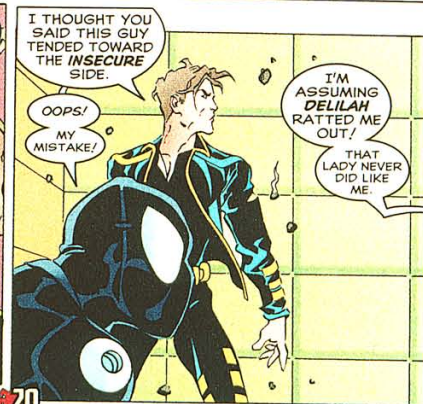
...IF YOU HAD THE GUTS TO SHOW AT ALL!



AM I SUPPOSED TO COWER IN FEAR BECAUSE YOU CAME IN AN INSULATED COSTUME, AND BROUGHT LEATHER BOY ALONG FOR COMPANY?

YOU'RE THINKING THE OLD ELECTRO, PAL. I'M THE MAN WITH THE POWER NOW!

YOU AND YOUR LEONARDO DICAPRIO WANNABE BETTER HIT THE ROAD BEFORE I SIZZLE YOUR SYNAPSES LIKE LAST TIME.

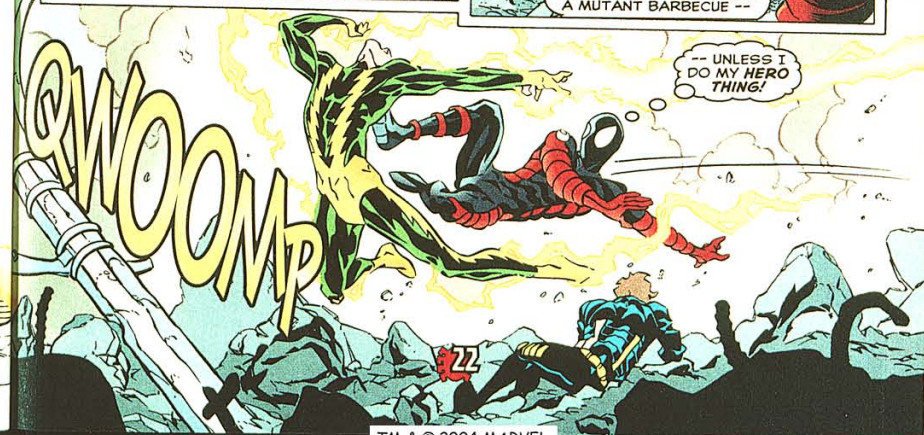
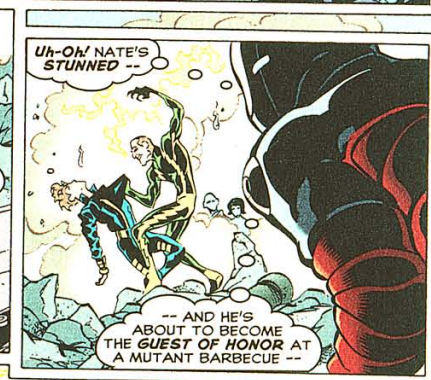
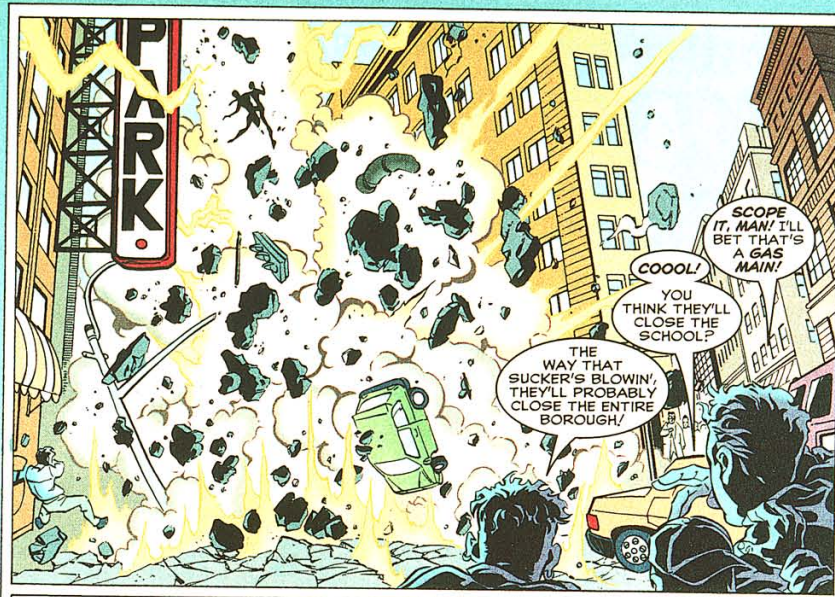
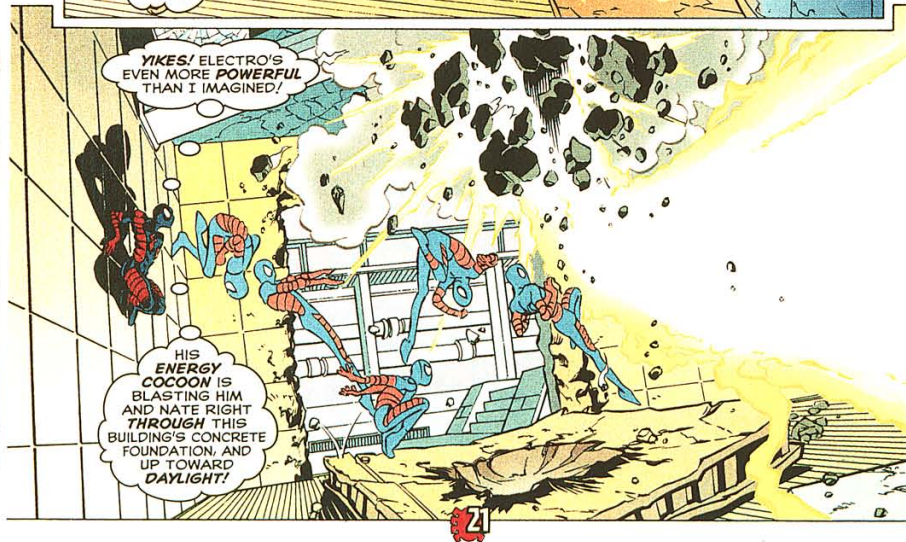
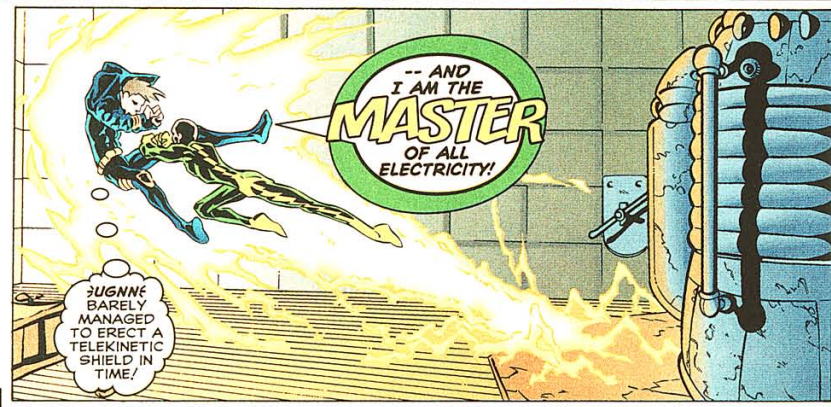


I THOUGHT YOU SAID THIS GUY TENDED TOWARD THE INSECURE SIDE.

OOPS!
MY MISTAKE!

I'M ASSUMING DELILAH RATTED ME OUT!

THAT LADY NEVER DID LIKE ME.





I... I DON'T BELIEVE IT, HE'S ACTUALLY LAUGHING AT ME!

YOU OKAY, BUD?

H-HIS ELECTRICAL FEEDBACK CAUGHT ME BY SURPRISE... BUT I'LL RECOVER!



I GOTTA HAND IT TO YOU, WEBB.

THE NEW UNION SUIT ACTUALLY WORKED!



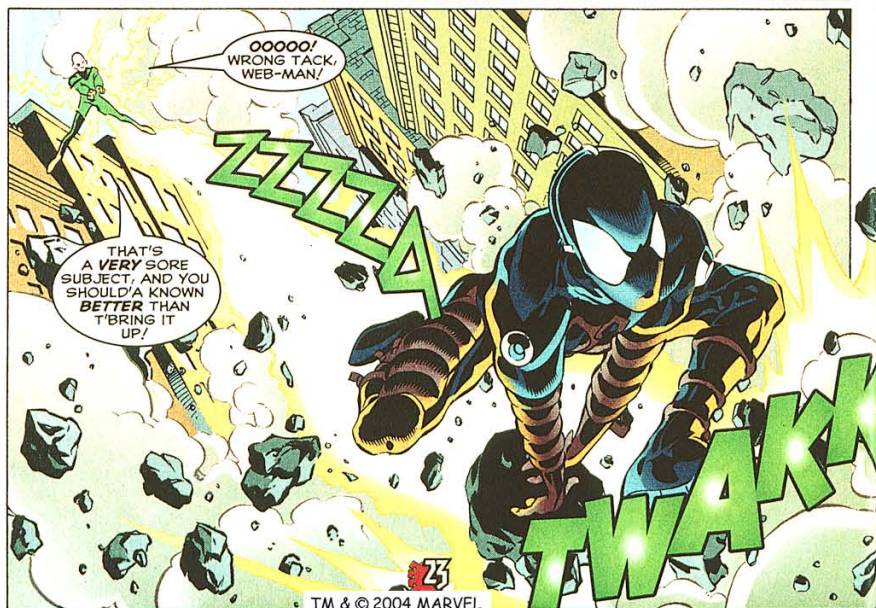
IT ALLOWED YOU T'MAKE CONTACT WITHOUT BEIN' FRIED TO A CRISP.

I'M VERY IMPRESSED!



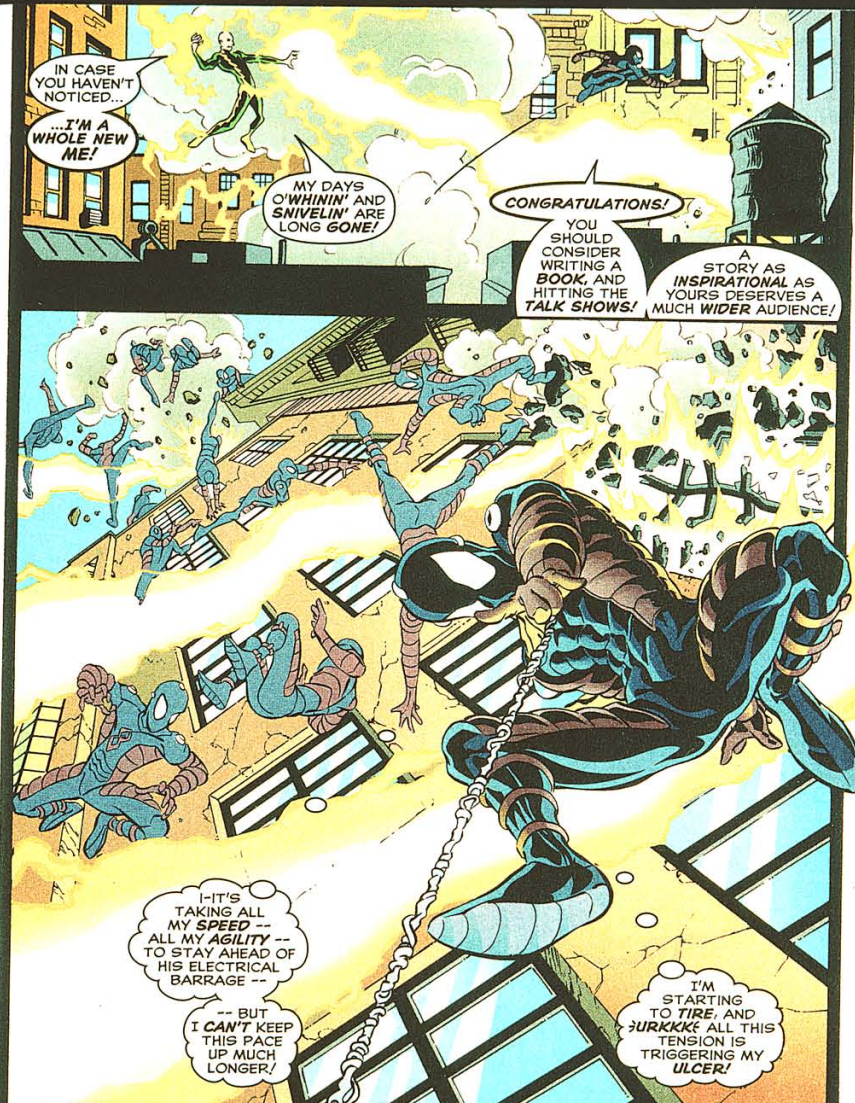
ELECTRO, THERE'S NO NEED FOR US TO FIGHT.

I ONCE SAVED YOUR LIFE... REMEMBER?!



OOOOO! WRONG TACK, WEB-MAN!

THAT'S A VERY SORE SUBJECT, AND YOU SHOULD'A KNOWN BETTER THAN T'BRING IT UP!



IN CASE YOU HAVEN'T NOTICED... I'M A WHOLE NEW ME!

MY DAYS O'WHININ' AND SNIVELIN' ARE LONG GONE!

CONGRATULATIONS!

YOU SHOULD CONSIDER WRITING A BOOK, AND HITTING THE TALK SHOWS!

A STORY AS INSPIRATIONAL AS YOURS DESERVES A MUCH WIDER AUDIENCE!

I-IT'S TAKING ALL MY SPEED -- ALL MY AGILITY -- TO STAY AHEAD OF HIS ELECTRICAL BARRAGE --

-- BUT I CAN'T KEEP THIS PACE UP MUCH LONGER!

I'M STARTING TO TIRE, AND SURKKKK ALL THIS TENSION IS TRIGGERING MY ULCER!



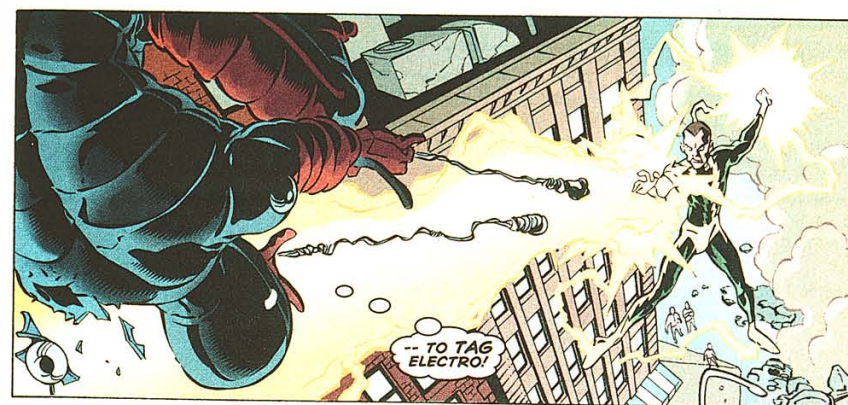
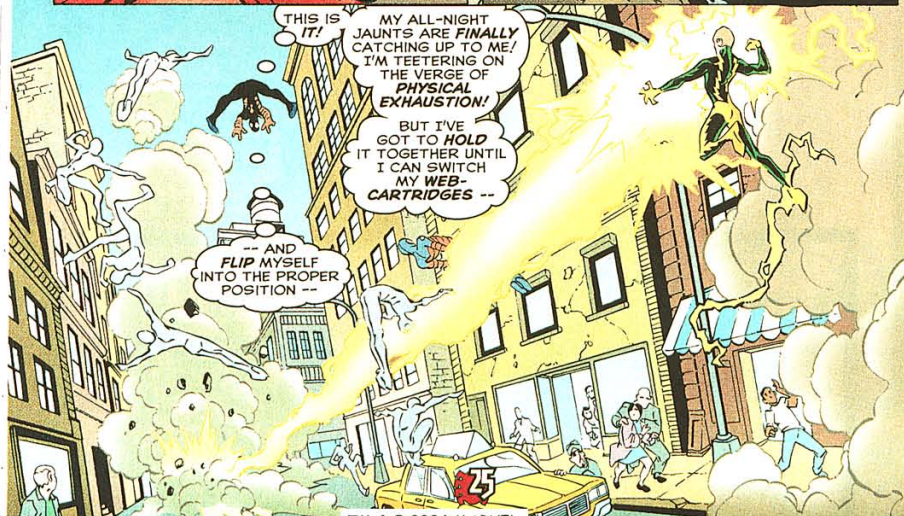
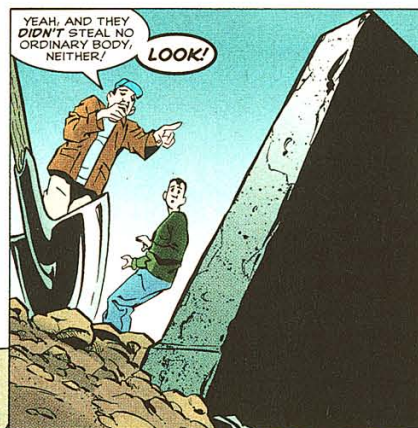
Fascinating!

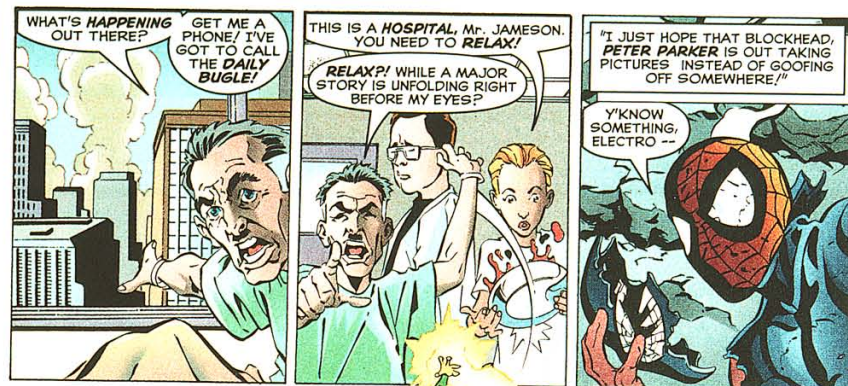
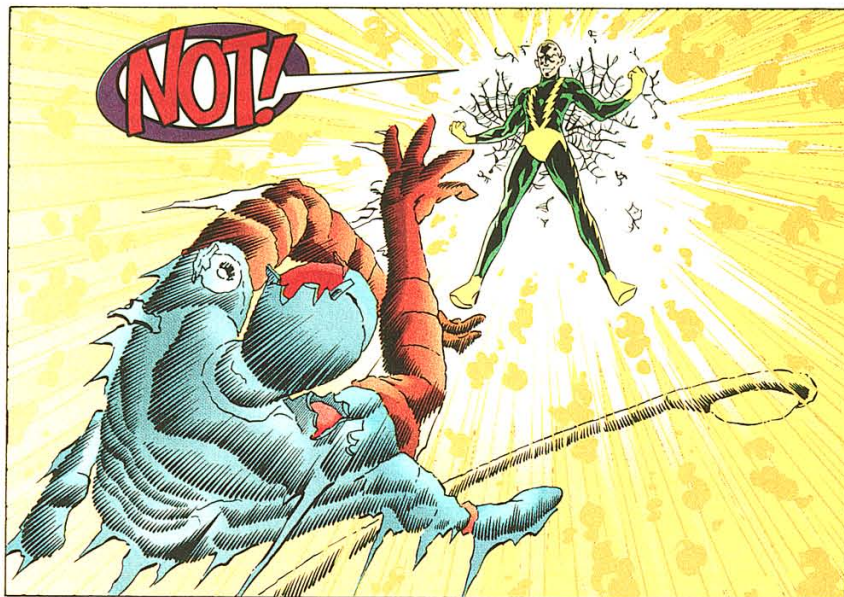
ELECTRO ISN'T THE INEFFECTIVE DOPE I THOUGHT!

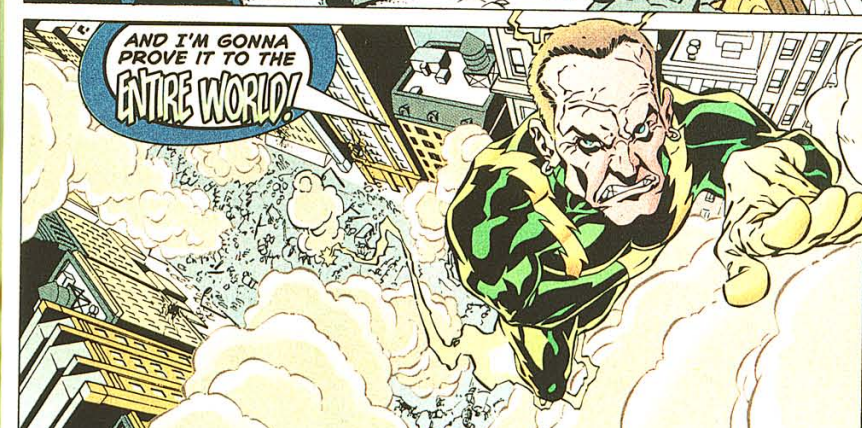
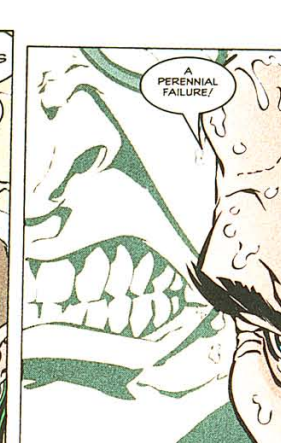
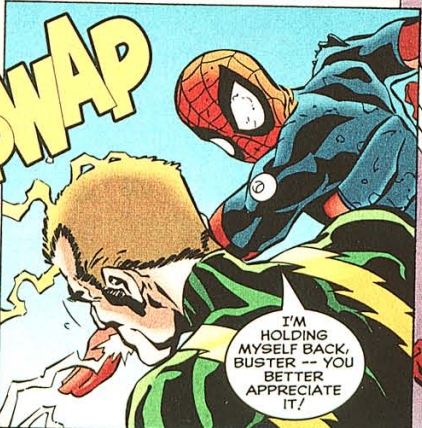
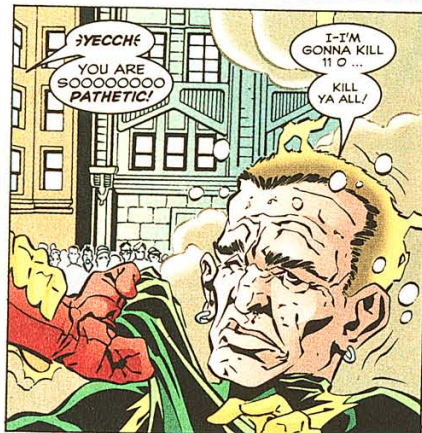
HE APPEARS VIRTUALLY UNSTOPPABLE!

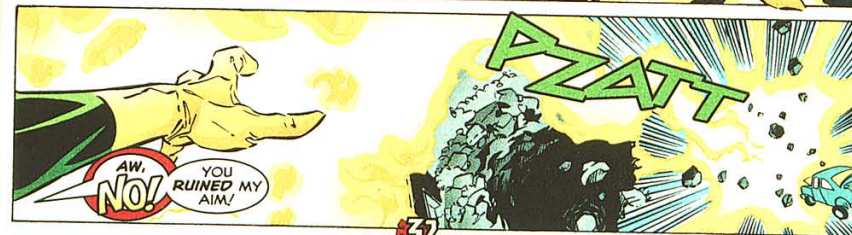
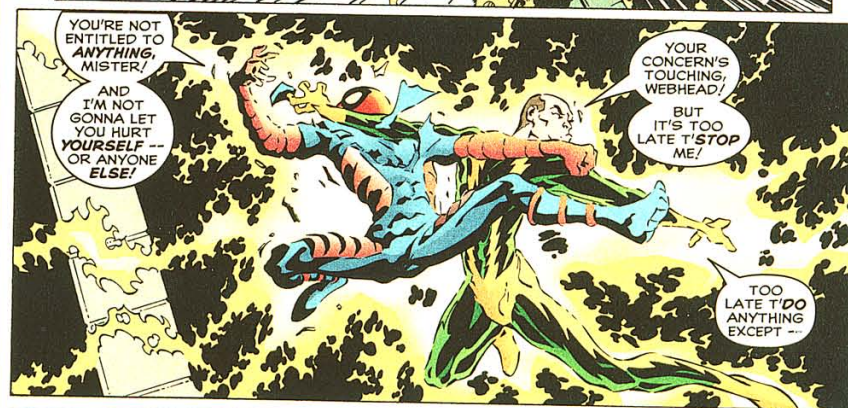
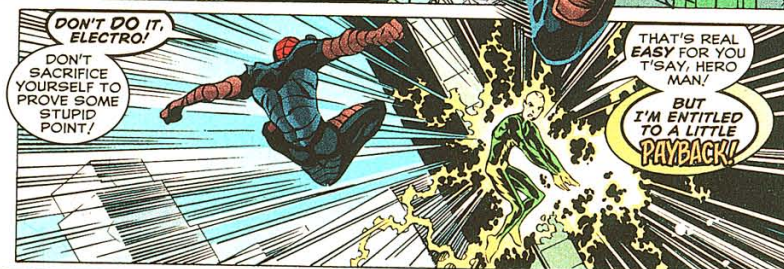
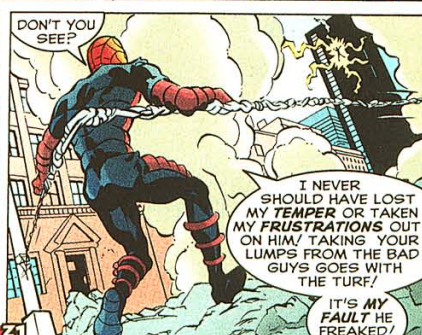
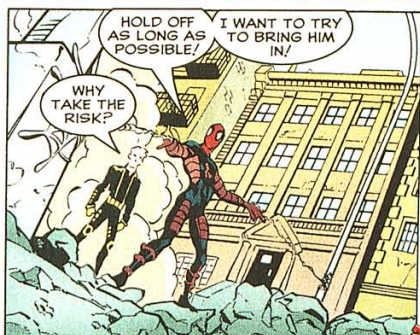
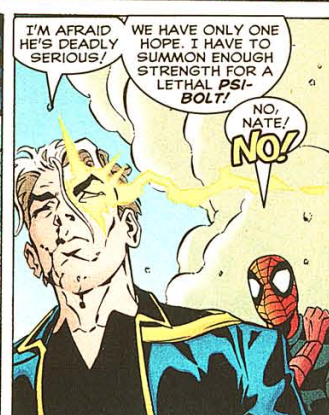
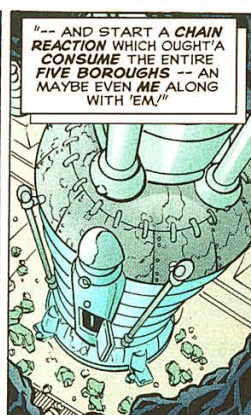
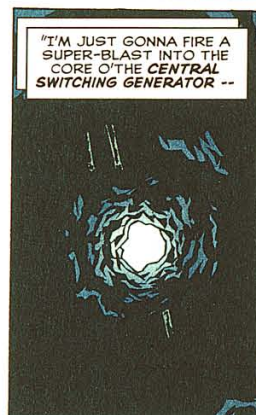
MAYBE I SHOULD HAVE TREATED HIM BETTER WHEN I HAD THE CHANCE!

AAAAH!











NO BIGGIE!

I'LL JUST RECHARGE... AND TRY AGAIN!



YOU FAILED, SPIDER-MAN! YOU COULDN'T BEAT ME!

LET THAT BE YOUR LAST THOUGHT --
-- AS YOU BECOME INTIMATELY ACQUAINTED WITH THE GROUND!



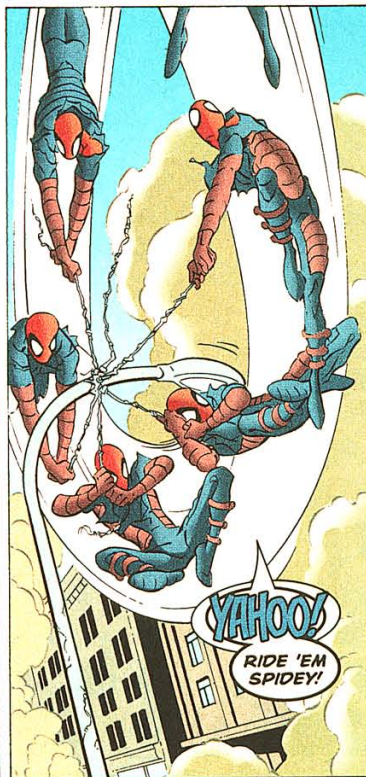
IF IT'S ALL THE SAME TO YOU, I'LL JUST ENJOY THE COOL AND REFRESHING RUSH OF THE WIND ACROSS MY MASK --



-- AS I RIVET MY ATTENTION ON THAT LAMPPOST DEAD AHEAD!

TWAPPP

WITH A LITTLE LUCK AND A LOT OF SKILL, EVERYONE'S FAVORITE WEBHEAD WILL KEEP ON SWINGING!



YAHOO!
RIDE 'EM SPIDEY!



TIMES LIKE THESE REALLY MAKE ME APPRECIATE THE FACT THAT I'M ALMOST AS AGILE --
-- AS I AM GOOD-LOOKIN'!

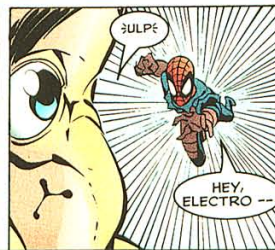


I'VE GOT TO CONCENTRATE!

HAVE TO BRING MY INTERNAL CURRENT UP TO MAXIMUM OUTPUT --
-- TAP INTO THE ELECTRICAL FORCE AS I'VE NEVER DONE BEFORE!



I'M ABOUT TO CAUSE THE BIGGEST OVERLOAD IN HISTORY, AND --



ZULPE

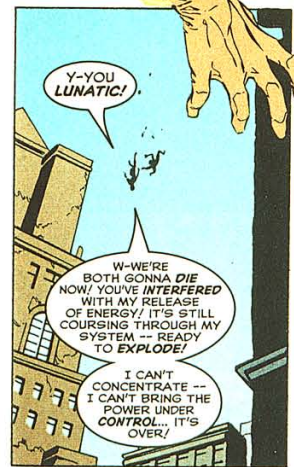
HEY, ELECTRO --



GAME OVER!

KWA

POW



Y-YOU LUNATIC!

W-WE'RE BOTH GOING TO DIE NOW! YOU'VE INTERFERED WITH MY RELEASE OF ENERGY! IT'S STILL COURSE THROUGH MY SYSTEM -- READY TO EXPLODE!

I CAN'T CONCENTRATE -- I CAN'T BRING THE POWER UNDER CONTROL, IT'S OVER!



NATE-?!

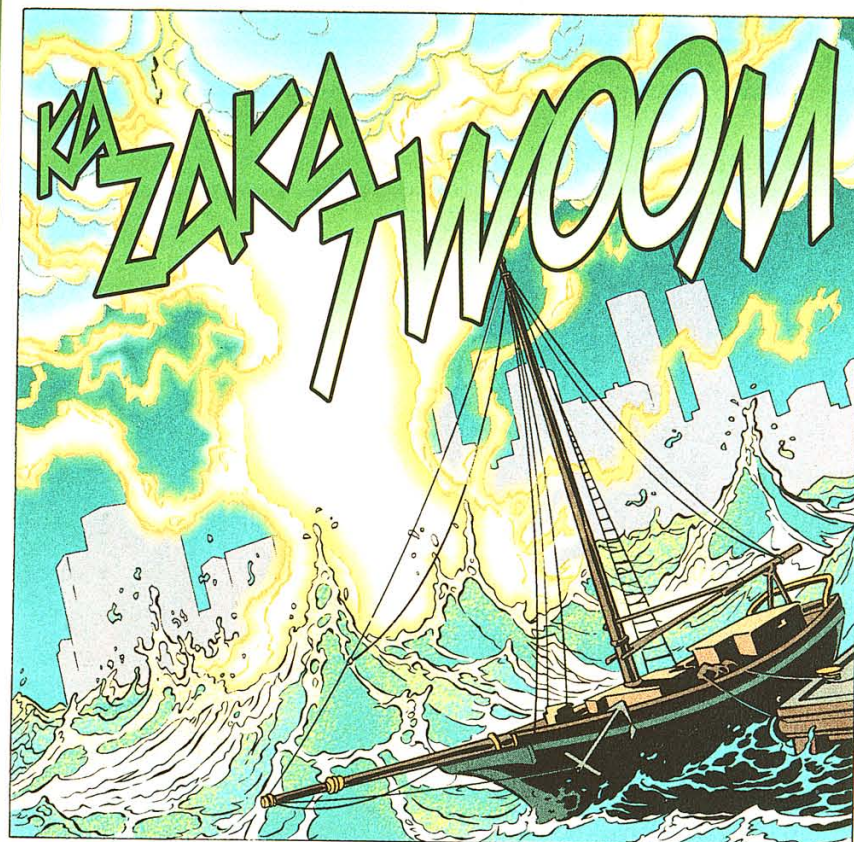
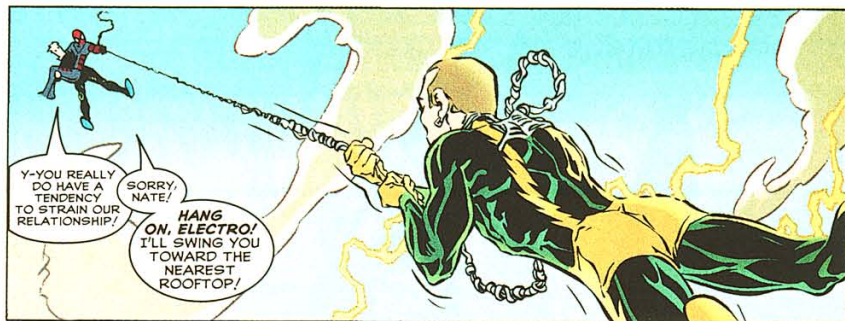
DON'T BEAT YOURSELF UP OVER ELECTRO!

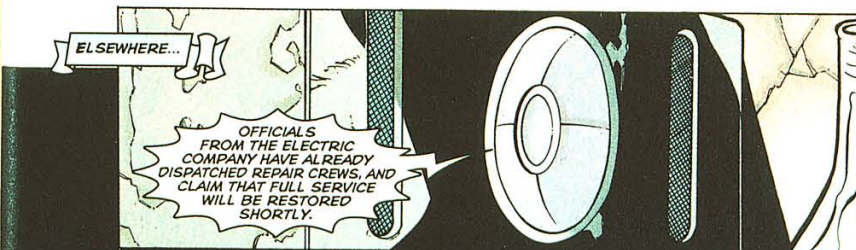
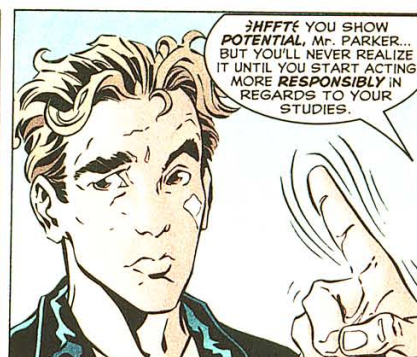
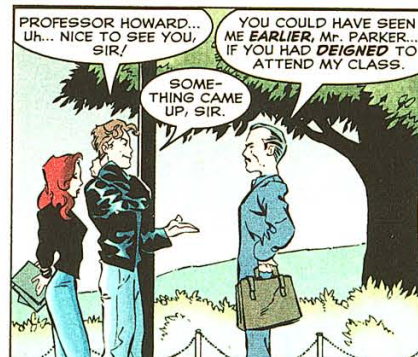
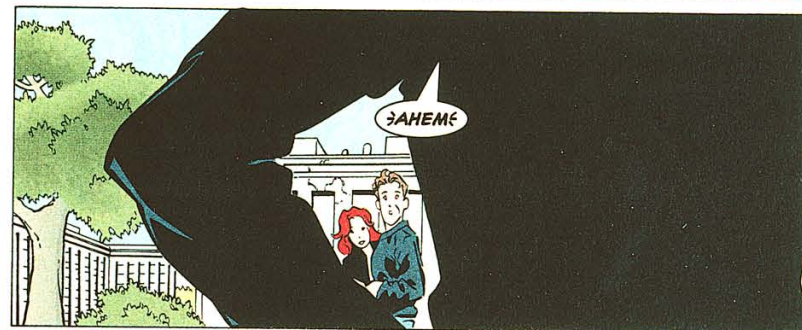
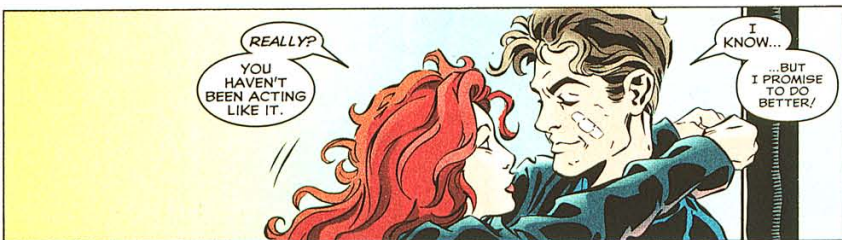
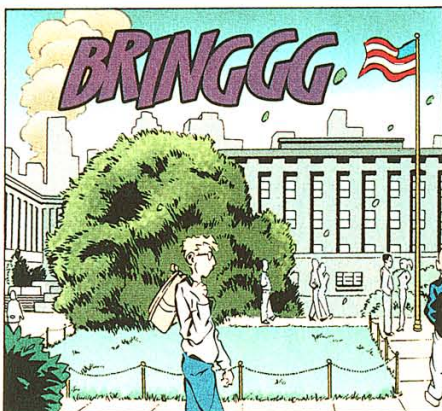
YOU TRIED YOUR BEST TO SAVE HIM...
...AS IF HE WAS WORTH SAVING.

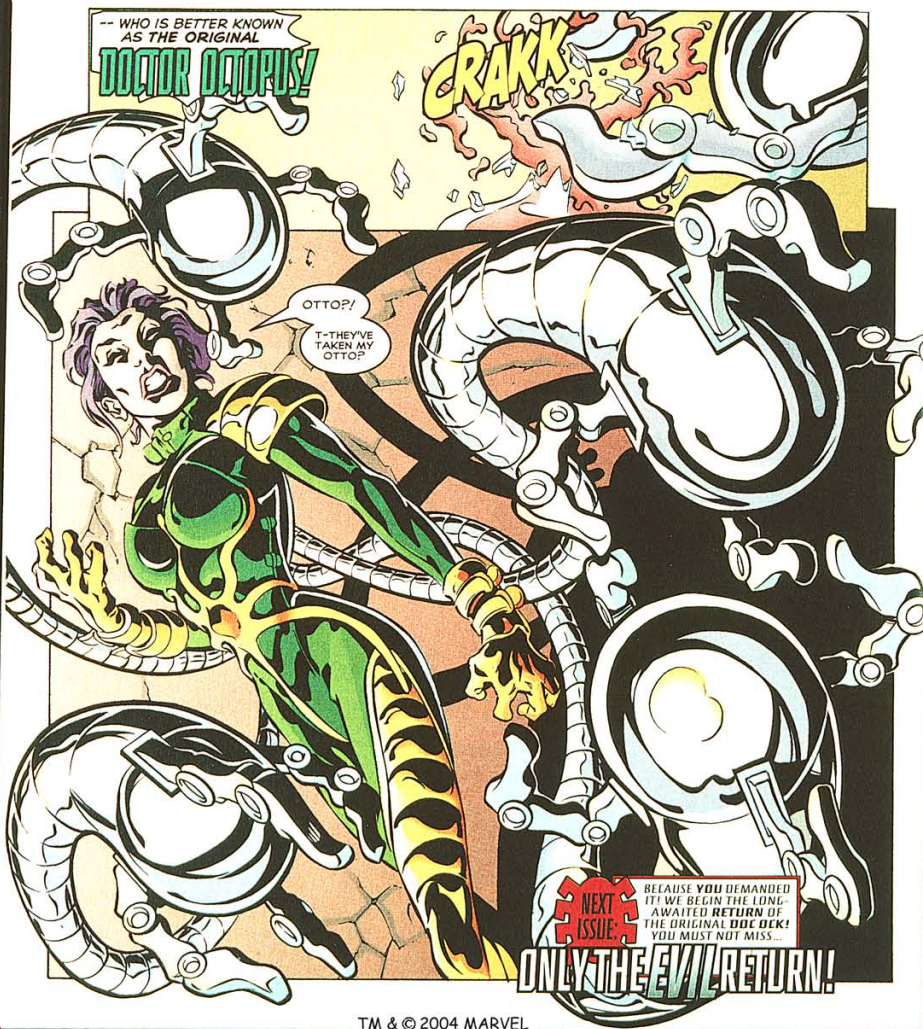
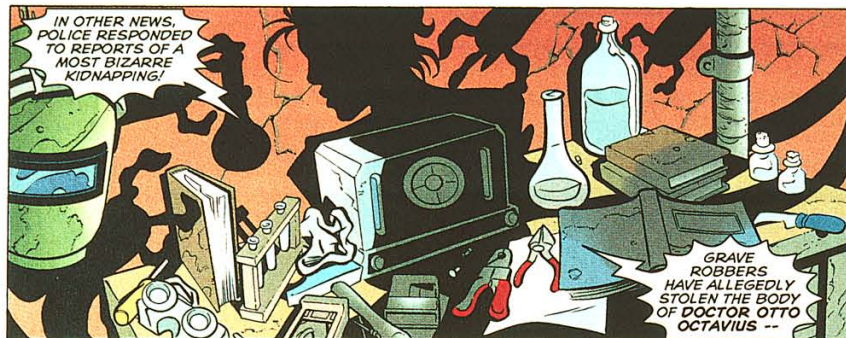


I'VE GOT A FLASH FOR YOU, PAL...
...I'M STILL TRYING!

TWAPPP







THE SPIDER'S WEB

MATT HICKS
ASSISTANT
EDITOR

RALPH MACCHIO
EDITOR

BOB HARRAS
CHIEF



Dear Spider's Web,

Usually, I don't like Marvel Christmas stories. Usually, they're cloying, boring, or too violent to be called Christmas stories.

This all changed with AMAZING SPIDER-MAN #420. It's a pleasure to see two super beings just kick back, relax, and talk about life. I'm not well versed on Nate Grey's past and his abilities, but I'm glad to see he and Spidey as friends instead of foes. They are both heroes, after all. I hope Spider-Man and X-Man can someday be allies, perhaps against a threat like the Green Goblin or Mr. Sinister.

I'm glad El Uno is dead. He reminded me of a DC villain I didn't like much (I won't say who, but he broke a major character's back, and Cap defeated him in MARVEL VS. DC). I'm glad it was done by Delilah. I'm getting to like her as a villainess.

A few requests:

1. Reunite the Oulaws! Rocket Racer, Prowler, Puma, Sandman and Spider-Man. It would be a blast!

2. I'd also like to see some of Spidey's lesser known villains. Guys like Skinhead, Styx and Stone, Knight and Fogg, and Carlos Lobos. These guys haven't been seen in ages.

3. Reunite Peter and MJ with little May! Don't leave her in the power of the Goblin!

4. Speaking of which, bring back the Green Goblin!

Until MJ has an affair with the Rose, Make Mine Marvel!
Brian Corvello
1720 East Monte Vista
Phoenix, AZ 85006

Thanks for the letter, Brian! As you'll see as you continue to read down the page, quite a few readers were also taken by our off-beat Christmas tale, as well

as the budding friendship between Peter and Nate. Now, on to your questions:

1. No. It certainly would not.

2. We're always game to dredge up a forgotten character (like the Looter over in SENSATIONAL; the Gibbon, Grizzly and Kangaroo in SPECTACULAR), but, alas, there are no immediate plans for any of these tomato cans anytime soon.

3. Uh, uh, uh! We're not tellin'!

4. Oh, all right, you twisted our collective arm. The next numerically numbered anniversary we have, we'll try to fit him in. Quick, check all the numbering on your monthly Spider-Man mags to figure out where!

Dear Spider's Web,

RE: AMAZING SPIDER-MAN #420

By the time I write this letter, it'll have been exactly 13 months since I've been on comics.

One thing to say: Congrats on issue #420!!!! What I want to talk about is X-Man and Spidey teaming up. I was looking forward to it and it was fun to see two heroes who met for the first time without beating each other up. The principal thing is that I reeeeaally love the way the relationship is developing between these two characters. Before reading ASM #420, I hoped that X-Man would know the identity of Spider-Man so he wouldn't think of Peter as a wimpy Bugle photographer and Spider-Man as a good ally and friend. That's why I really liked that part where X-Man asked, "What if I read your mind and uncovered your 'web' thing?"

Another good element in the book was their similar pasts (it was fun for Peter to learn about the Age of Apocalypse, too) and, just to

add to the friendship, Peter invites Nate for a Christmas Eve dinner and all that. My advice: keep these guys close, as good friends! They're both lonely and feel guilty sometimes; they'll need each other! By the way, team-ups with anybody wouldn't hurt once in a while (especially with X-people, any of 'em)...

Finally, congrats to the guys who actually make these things: Tim, who is one of the best in the biz, and do I even need to talk about Steve (gee, he didn't wait long to get back to his "old stuff")? You two guys are great!!! You really are still the best at what you do (remind you of anyone?)!

So, until Ned Leeds, Harry Osborn, Bart Hamilton, Norman Osborn, Lefty Donovan, Jason Macendale, and the Demogoblin (whew!) teamup against Spidey, Make Mine Marvel!

Julien Deschenes
69 de la Galene
Hull, QUE
CANADA J8Z 2P7

"On comics"? Jeez, Julien, you make it sound like you should be in rehab, or something! But seriously, we're just tickled to hear how much you enjoyed #420, as well as the Pete/Nate meeting of the minds. We'll add your name to the growing list of fans of this new friendship.

So, you like team-ups, eh? Then you should be glad to hear that next month marks the return of the classic title, MARVEL TEAM-UP! Yes, the classic series from days gone past is back and ready to knock fandom on its collective ear! Oh, and you're rather fond of people who attach X's to their monikers? Then you should be doubly happy, as the debut ish features none other than Generation X! Look for it in June!

Dear Ralph,

As a kid growing up in the early '80s, three of my favorite titles were AMAZING SPIDER-MAN, SPECTACULAR SPIDER-MAN, and THE (DYNAMIC) DEFENDERS. The flashiness of AMAZING #420 took me back to those days when you could get a comic and a Slurpee for a \$1.50 or less. Sometimes, it's fun to go to a local comic shop, and buy a 50¢ or 60¢ back issue, and then go buy a Slurpee. On average, that (depending on the back issue) costs about \$3.00-5.00, but it's worth it just for the memories.

A lot has changed since the 50¢/60¢ days, and a lot has stayed the same, such as the integrity of THE AMAZING SPIDER-MAN.

Lloyd A. Grant
420 North Oakley
Saginaw, MI 48602

Thank you, Lloyd! Please feel free to enjoy your Slurpee over the sounds of us tearing up. (Sniff!)

Entomologists,

AMAZING SPIDER-MAN #420? A solid enough Xmas-time tale. Looks like Spidey's in the midst of a weird art era right now by way of the firm of Skroce and LaRosa. Shall we say a cross between maybe Steve Ditko and...I dunno...Frank Robbins? Anyway, this work is neat to see...unique.

Our DeFalco script was clever. Start right away with a hole in the wall, and allude to it with different characters later in the story. Then we have the Parker plot that goes back centuries: Peter taking pics for the Daily Bugle so he can get some money, just like your everyday, economically-challenged type. Problem is...Spidey, with all his abilities, would be able to make lots of money easily, so why does he bother with a minimum wage gig? Same with the X-guy who was in this story. Why should he, with all his power, bother with fortune telling?

Then another of Marvel trick—the abrupt cut to a remote Argentina. One was led to believe that the Tarantula was the heavy in this one

when he knocked over the holiday tree. But Delilah topped him when she sent the gift. Tom did a good job with the mind-reading thing. On the one hand, you might say a character "reads minds." Whoa. Yawn. And on the other, you might actually take this idea and do something with it, which was the case here.

And yet another old trick, the raging battle scene through the old guy's residence. But it was funny. Kinda bogus the way Dee completely escaped the truck explosion. I mean, she was falling right behind El Uno. But, you had so much story and so little space to tell it in. So now we need to see just how Spidey gets involved with all these sick individuals...

Andy Herman
702 Wright Lp. #118
Aurora, CO 80045

Steve Ditko meets Frank Robbins, huh? Not bad, we see your point.

Why does Peter bother with the "minimum wage gig" as you call it? Well, for one thing, it allows him to make a living while he's out fighting crime, and doesn't tie him down to a location that he would often need to extricate himself from when the need arose. Many of the jobs Peter would qualify for wouldn't allow the kind of flexibility that he needs to keep the city safe. Yeah, it kinda stinks, but that's the dilemma, isn't it?

Dear Spider's Web,

RE: AMAZING SPIDER-MAN #420

What a strange approach to meeting a new friend—actually talking to that person, getting to know them, inviting them over for dinner...this isn't the way superheroes do things at all!

Seriously, Nate's gift to Peter—that vision of Aunt May—was a very touching gesture, even if it did misrepresent the fate of little May, which, of course, Nate had no way of knowing about. (And just when will we find out?)

Can't wait to see Mary Jane in those boots...

Mark J. Kiewlak
316 West Main Street
Nanticoke, PA 18634

P.S. Although I had my doubts about Steve Skroce taking over the art chores on this title, I'd just like to say that, now having seen his work, he is doing an outstanding job, much in the tradition of the stellar artists who have preceded him.

Thanks for your insightful comments, Mark. Consider yourself part of the growing legion of Skroce fans, a multitude which is no longer growing by the day, but by the hour!

NEXT ISSUE:

HOO-BOY! OKAY, YOU FANS HAVE BEEN DEMANDING IT! YOU'VE EVEN BEEN PORTENDING IT! WELL, THAT FATEFUL DAY HAS INDEED COME! THERE'S A PORTLY GENT OUT ON THE PROWL FOR SPIDEY, AND HE'S GOT A BOWL CUT AND MORE THAN TWO ARMS! YOU DO THE MATH! OR DON'T (WE WON'T CHECK!) BUT DO MAKE SURE TO JOURNEY DOWN TO YOUR PREFERRED PLACE OF COMIC BOOK PURCHASING AND SNATCH UP A COPY OF THIS HISTORIC CHAPTER IN SPIDEY'S LIFE! IT'LL BE WRITEN BY TOM DEFALCO, PROUDLY PEN-CILED BY STEVE SKROCE, ILLUMINATINGLY INKED BY BUD LAROSA, AND ERSATZ EDITED BY RALF!

ALSO ON SALE THIS MONTH! THE FRENZIED REQUESTS OF MARVEL D.O.M. ASSEMBLED HAVE BEEN ANSWERED! MARVEL TEAM-UP MAKES ITS TRIUMPHANT RETURN IN JUNE! YOU KNOW THE CONCEPT: SPIDER-MAN TEAMS UP WITH A DIFFERENT CO-STAR (OR CO-STARS) EACH MONTH, SHOWCASING THE BEST, THE BRIGHTEST, AND OCCASIONALLY THE MOST OVERLOOKED CHARACTERS MARVEL HAS TO OFFER! FIRST UP IS A WHACKY LITTLE BAND OF MUTANTS YOU MIGHT HAVE HEARD OF... GENERATION X! SO JOIN US, WON'T YOU, AS WE USHER IN A NEW AGE OF MARVEL GLORY WITH THE REGULAR CREATIVE CREW OF WRITER TOM PEYER, PENCILER PAT OLLIFFE AND INKER AL WILLIAMSON! BE THERE!

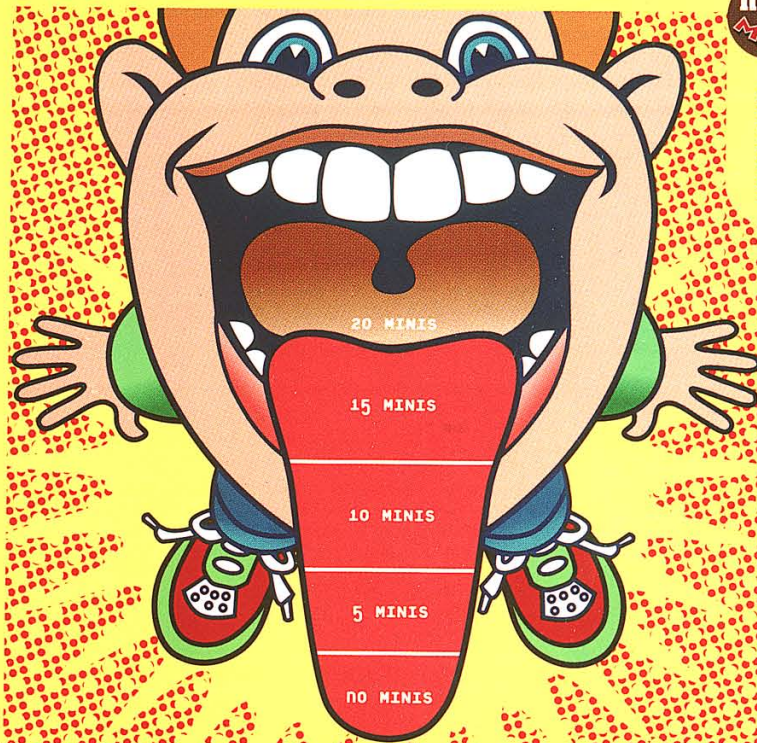
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MOUTH GAME



m&m's MOUTHFUL OF MINIS GAME

Think putting an "M&M's" MINI in this mouth is as easy as putting one in yours? Then give it a try, chocolate breath. First, pick out an "M&M's" MINI, and place it behind the yellow dotted line. Then, lightly flick it into the mouth. If it stops inside the mouth, you get to eat 20 MINIS. You've hit the chocolate jackpot! If it stops on any part of the tongue, you get to eat the amount of MINIS specified. And if it doesn't land on anything, put it back behind the line, and let the next player go. What? It went up the nose? Yuck. Don't eat it. Put it in a pile, and save it for your little brother. Continue until all the MINIS are eaten.

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